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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF OREGON DENTAL ASSOCIATION

The following Amended and Restated Articles of Incorporation of the Oregon Dental Association, an Oregon Nonprofit Corporation, supersede the existing Articles of Incorporation and all prior amendments thereto.

ARTICLE I
The name of this Corporation is OREGON DENTAL ASSOCIATION, and its duration shall be perpetual. This corporation is a mutual benefit corporation.

ARTICLE II
This corporation is organized to encourage the improvement of the health of the public, to promote the art and science of dentistry, and to encourage dental education.

ARTICLE III
In the event of dissolution of this Corporation, any of its assets not required by law or by conditions imposed by the donor to be otherwise applied or distributed shall be distributed as the Board of Trustees may determine to one or more nonprofit organizations formed for purposes comparable to one or more of the purposes for which this Corporation is formed.

ARTICLE IV
The address of the registered office of the Corporation and the name of its registered agent at such address are as shown in the corporation’s last annual report or amended statement on file with the Office of the Secretary of State.

ARTICLE V
The Corporation shall have Voting Members who shall consist of Active, Graduate Student (Post-Doctoral Students), Retired, Disabled, and Life Members. It shall also have Non-Voting Associates consisting of Honored Individuals, Affiliates, Associates and Undergraduate Students (Pre-Doctoral Students), none of whom shall be Voting Members or entitled to rights of Members under the Oregon Nonprofit Corporation Act, except for the Undergraduate Student Trustee and the Undergraduate Representative to the House of Delegates, both of whom shall be Voting Members as set forth in the bylaws. The Voting Members and Delegate Members, provided below, shall collectively constitute the “Members” of the corporation as that term is used in the Oregon Nonprofit Corporation Act. Each Voting Member shall be entitled to one vote in the election of Delegate Members, but shall have no other voting rights. Delegate Members, who shall be entitled to one vote each, shall exercise all other voting rights granted by law to Members. Membership qualifications, procedures for application for membership and procedures for election of Trustees and Delegate Members shall be fixed by the Bylaws.

ARTICLE VI
(a) A Board of Trustees shall perform the function of a Board of Directors. The qualifications and terms of Board of Trustees members shall be as set forth in the Bylaws.
(b) Pursuant to ORS 65.301(3) and this provision, the House of Delegates shall exercise the power of the Board to select the Secretary-Treasurer, Editor and Speaker of the House of Delegates and the Board shall be relieved of that power and responsibility. Such positions shall be selected in the manner provided in the Bylaws.

ARTICLE VII

No Trustee (Director) or uncompensated officer shall be liable to the corporation or its members for monetary damages for conduct as a Trustee or officer, provided that this provision shall not limit the liability of a Trustee or officer for any of the following:

(a) Any act or omission occurring prior to the date when this Article becomes effective;
(b) Any breach of the Trustee’s or officer’s duty of loyalty to the corporation or its members;
(c) Any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;
(d) Any unlawful distribution;
(e) Any transaction from which the Trustee or officer derived an improper personal benefit; or
(f) Any act or omission in violation of the trustee conflict-of-interest provisions of ORS 65.361, the prohibition on loans and guarantees in ORS 65.364, or the prohibitions against unlawful distributions in ORS 65.367, as those statutory provisions now exist or are hereafter amended.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a Trustee, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person’s good faith belief that the person is entitled to indemnification under this article and (ii) the person’s agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation’s obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Trustees, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Trustees, Voting Members, or other document or arrangement.
ARTICLE IX

Except for amendments of the kind provided for in ORS 65.434, these Articles and the Association's Bylaws may be amended only upon vote of the House of Delegates in the manner provided in the Bylaws as to Bylaws amendments and in the manner provided in ORS 65.437 as to amendments of the Articles.

September 8, 2012

Gregory B. Jones, DMD, President
BYLAWS OF OREGON DENTAL ASSOCIATION

CHAPTER I – RELATED ORGANIZATIONS

SECTION 1.01  AMERICAN DENTAL ASSOCIATION

The Association is a constituent society chartered by the American Dental Association. The Constitution and bylaws of the American Dental Association require that the bylaws, rules and regulations of this Association shall not conflict with or limit such constitution and bylaws.

SECTION 1.02  COMPONENT SOCIETIES

1.02A Organization.

Twenty-five or more dentists practicing in an area not included in an existing component society may organize a component society and apply to this Association for a charter, which shall be issued on approval by the House of Delegates. The name of the society shall correspond to the geographic area for which it is chartered. The articles of incorporation (if any), bylaws, rules, regulations and procedures of each component society shall not conflict with, limit, or in any way be inconsistent or incompatible with the articles of incorporation, bylaws, rules, regulations and procedures of this Association. Upon a component society’s approval of any change or addition to its articles, bylaws, rules, regulations or procedure, the component society shall immediately submit the revision or addition to the Board of Trustees of this Association. The Board of Trustees may, by written notice given to the component society, suspend any component society article, bylaw, rule, regulation, practice, or procedure that may be in violation of this paragraph, until a mutually acceptable resolution of the conflict is reached. Current copies of each component society’s articles, bylaws, and any procedures, rules, regulations, or guidelines relating in any way to peer review or disciplinary matters shall be submitted to and kept on file with the Association.

1.02B Reorganization of Existing Component.

An existing component may be divided, or, two or more existing components combined upon application of each of the components involved and approval by the House of Delegates so long as the applications are supported in each instance by twenty-five or more dentists practicing in each resulting component area.

1.02C Membership.

Component society members shall automatically be voting Members, honored individuals, affiliates, associates or students of the Association based upon the classifications established by these bylaws, and must remain in good standing in both the relevant component society, if any, and the Association in order to retain that status in either. Voting rights in component societies shall be limited to voting members in the Association.

1.02D Territory.

The territory of a component shall be specified in its charter. All component society members shall be dentists practicing within the territory except that with the approval of both component societies involved a dentist practicing in an organized
The following are chartered as component societies of the Association:

1. Central Oregon Dental Society
2. Clackamas County Dental Society
3. Clatsop County Dental Society
4. Eastern Oregon Dental Society
5. Klamath County Dental Society
6. Lane County Dental Society
7. Marion and Polk Dental Society
8. Mid-Columbia Dental Society
9. Multnomah Dental Society
10. Rogue Valley Dental Society
11. Southern Oregon Dental Society
12. Southern Willamette Dental Society
13. Southwestern Oregon Dental Society
14. Umpqua Dental Society
15. Washington County Dental Society
16. Yamhill County Dental Society

CHAPTER II – MEMBERSHIP

SECTION 2.00 GENERAL

All members, associates, affiliates and students affiliated with the Association and individuals seeking such affiliation must:

Agree to abide by the ethical standards, bylaws, rules, policies and procedures of the Association and its relevant component, including the Peer Review Manual; and

Conform to the principles and standards of the Association and its relevant component, as determined by the Association and its relevant component in accordance with the Membership Application Review Guidelines.
SECTION 2.01  VOTING MEMBERS

2.01A Active Members.

2.01A-1 Qualification.

An active member must be either:

(a) A licensed dentist practicing in Oregon or,

(b) A dentist who is a graduate of a recognized dental school, who is licensed to practice dentistry in some state of the United States and who is either:

(i) engaged full-time as a teacher in a recognized school of dentistry in the state of Oregon, or

(ii) employed full-time in the field of Public Health in the State of Oregon.

2.01A-2 Privileges.

An active member shall have the following privileges:

(a) The right to vote through his/her component society.

(b) Eligibility to hold office in the Association and serve on committees, councils and as a Delegate.

(c) The right to receive the Association’s official publications.

(d) The right to participate in all group insurance programs of the Association and other programs developed for Association members, in accordance with the terms of those programs.

2.01B Retired Members.

An active member who qualifies for American Dental Association retired status and who does not qualify for life membership may retain voting membership after retiring from the practice of dentistry or other qualifying activity. Retired members shall have the same privileges as active members.

2.01C Disabled Members.

An active member may be permitted to retain his/her voting membership following total disability upon approval of the Board of Trustees. A former active member who becomes permanently, totally disabled at a time when he/she is not an active member may be reinstated as a disabled active member upon approval by the Board of Trustees. Disabled members shall have the same privileges as active members.

2.01D Life Members.

Any dentist 65 years of age or older who has had either 30 consecutive qualifying years or a total of 40 qualifying years in the American Dental Association, may be classified as a life member upon application to the Board of Trustees and upon proof of qualification. Such member must be in good standing at the time of his/her classification as a life member. Qualifying years include years as an active, retired
or disabled member and as an associated graduate student. Life members shall have the same privileges as active members.

2.01E Federal Dental Service.

An active member may retain his/her membership after entering the Federal Dental Service. The Federal Dental Service includes service in the dental department of any military branch, the Public Health Service, the Veterans Administration, or other federal agency. During the period of service the member shall not be counted for purposes of determining the proportionate representation of his/her component society in the House of Delegates, shall not be entitled to vote or hold office, but otherwise shall retain all of the privileges of active membership.

2.02F Graduate Students (Post-Doctoral Students).

2.02F-1 Qualification.

Any graduate of an approved dental school who was a pre-doctoral student associate in this Association in the immediately preceding academic year or is a member of or is eligible for membership in another constituent society may become a post-doctoral student associate of this Association in the manner specified in the Membership Application Review Guidelines, if he/she is engaged full time in:

(a) An advanced training course of not less than one academic year in an CODA accredited school,
(b) An internship or residency program approved by the American Dental Association Council on Dental Education and Licensure, or
(c) Activities furthering the objectives of this Association, upon recommendation of the Dean of the School or the appropriate administrator of the internship, residency program, or other activity, and approval of the Board of Trustees, including any extension program.

2.02E-2 Privileges.

Graduate students shall be entitled to the privileges listed in 2.01A-2 for active members.

SECTION 2.02 NON-VOTING CATEGORIES

2.02A Honored Individuals.

2.02A-1 Qualification.

On the recommendation of the Board of Trustees, the House of Delegates may elect as an honored individual any individual who has contributed to the advancement of the art and science of dentistry.

2.02A-2 Privileges.

An honored individual shall not be entitled to vote or hold office, shall not be counted in determining representation of a component, shall not be entitled
to participate in any of the group insurance plans of the Association and
other programs developed for Association members, and shall not be
required to pay dues. Such individuals shall receive Membership Matters and
shall receive notice of and may attend Association activities open to non-
 voted categories.

2.02B Associates.

2.02B-1 Qualification.
An individual who is a member in good standing in another constituent
society of the American Dental Association may become an associate of this
Association in the manner specified in the Membership Application Review
Guidelines.

2.02B-2 Privileges.
An associate shall not be counted in determining representation of a
component society in the House of Delegates of this Association, shall not
vote or hold office nor be entitled to participate in Association insurance
programs. He/she may be appointed to committees and councils and shall
receive ODA publications and notice of and may attend Association activities
open to non-voting categories.

2.02B-3 Retirement of Associates.
An associate may retain that status following retirement on account of age or
disability provided he/she retains membership in another constituent society.

2.02C Affiliates.

2.02C-1 Qualification.
A full time faculty member of the Oregon Health Sciences University School
of Dentistry who does not hold a degree in dentistry (DDS or DMD) may
become an affiliate in the manner specified in the Membership Application
Review Guidelines.

2.02C-2 Privileges.
An affiliate shall not be counted in determining representation of a
component society for the House of Delegates of this Association, and shall
not vote or hold office. He/she may be appointed to committees and councils
and shall receive ODA publications and notice of and may attend
Association activities open to non-voting categories.

2.02C-3 Retirement.
An affiliate may retain that status following retirement on account of age or
disability.

2.02D Undergraduate Students (Pre-Doctoral Students).

2.02D-1 Qualification.
Undergraduate students of the Oregon Health Sciences University School of
Dentistry may become student associates of this Association in the manner
specified in the Membership Application Review Guidelines.
2.02D-2 Privileges.

Except for the undergraduate student trustee and the undergraduate student delegate to the House of Delegates provided for in Chapter III, undergraduate students shall not be entitled to vote or hold office. They shall receive the publications of the Association and shall be entitled to participate in the Association’s insurance programs, in accordance with their terms, and shall receive notice of and be entitled to participate in other Association activities open to non-voting categories. Each ODA council may have up to two student advisors appointed by the president.

SECTION 2.03 ADMISSION TO VOTING MEMBERSHIP OR NONVOTING STATUS

2.03A Admission through Component Societies.

Voting members and associates shall be admitted only through the component societies in their area. With the consent of the component societies involved, a voting member or an associate may be a member of a component society in an area other than that in which he/she practices or engages in other qualifying activity where such membership provides greater convenience in participation in component society activities. No individual shall be an active member in more than one component society. Membership applications to a component society shall be processed in accordance with the Association’s Membership Application Review Guidelines.

2.03B Movement between Constituent Societies.

A member or associated individual who changes the location of his/her practice or of other qualifying activity or who leaves Federal service and enters into practice may for one calendar year following the year of the change continue his/her affiliation with the constituent society in which he/she participated prior to the change.

2.03C Disqualification.

2.03C-1 Suspension or Revocation of License or Termination by Component.

If a member or individual in a non-voting category has his/her license to practice dentistry suspended or revoked by the Oregon Board of Dentistry or other duly constituted authority, or his/her membership or affiliation with the relevant component is terminated, the membership or other status of such person in the Association shall automatically be similarly suspended or revoked.

2.03C-2 Reinstatement.

Upon reinstatement of the license, membership or affiliation following a suspension, the person’s Association status shall automatically be reinstated. If an individual whose license is revoked is later licensed to practice dentistry again, the dentist may apply for re-admission through the appropriate component society in accordance with these Bylaws.
2.03C-3 No Dues Adjustment.

In no event shall there be any refund or adjustment of dues on account of any suspension or revocation of membership or other status under this section.
SECTION 2.04 DUES

2.04A Related Organizations.

In addition to dues for this Association, the Association shall collect dues, if any, for the component society and for the American Dental Association.

2.04B Percentage Dues.

Dues computations resulting in fractions of a dollar shall be rounded up to the next highest dollar.

2.04C Amount.

Dues includes $25 for publications of the Oregon Dental Association for all of the following categories excluding first-year graduates, disability, military service, honored individuals, undergraduate students and individuals receiving relief.

2.04C-1 Active Members.

(a) Generally. Dues for active members shall be $791 per year (which includes $20 to the Dental Foundation of Oregon and $130 to DOPAC), plus any dues required for transmittal to the American Dental Association and component societies. The member may reassign the $130 DOPAC contribution to the ODA General Budget Issues Fund or the ODA General Budget. The member may reassign the $20 Dental Foundation of Oregon contribution to the ODA General Budget Issues Fund, the ODA General Budget, or DOPAC.

(b) Service in Charitable Organization. An active member who is serving dentistry full-time for a charitable organization and is receiving neither income nor a salary for such charitable service other than a subsistence amount which approximates a cost of living allowance shall pay dues of Twenty Five Dollars ($25) due January 1 of each year, plus any dues required for transmittal to the American Dental Association and component society; provided that such charitable service must be performed continuously for not less than one year and provided further that such member does not supplement such subsistence income by the performance of services as a member of the faculty of a dental or dental auxiliary school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required.

(c) Exceptions.

(i) New Graduates. The payment of dues for the year of graduation from dental school or completion of an advanced training course of not less than one academic year’s duration or residency program which was commenced upon graduation from dental school and the following two years shall be as follows:

Year of Graduation and the first full year following graduation - None.
Second year following graduation - 25% of dues for active members plus any dues required for transmittal to the American Dental Association and the component society.

Third year following graduation - 50% of the dues for active members plus any dues required for transmittal to the American Dental Association and the component society.

Fourth year following graduation - 75% of the dues for active members plus any dues required for transmittal to the American Dental Association and the component society.

Fifth year following graduation and thereafter - 100% of the dues for active members plus any dues required for transmittal to the American Dental Association and the component society.

(ii) First Year Following Military Service. Dues during the first year of practice after conclusion of federal dental service commencing within one year after graduation shall be $25 plus such amount as is required for transmittal to the American Dental Association and the component society.

(iii) Disability. No dues to the Association shall be required during periods of total disability for one year or more so long as the member or other associated individual submits and maintains evidence of such disability satisfactory to the Board of Trustees. Dues, if any, required for transmittal to the American Dental Association and the component society shall not be affected by this provision.

(iv) Retirement. Dues following retirement for members who do not qualify for life membership shall be $57 (which, unless redirected as stipulated in 2.01C-1(a) of these Bylaws, includes $2 to the Dental Foundation of Oregon and $10 to DOPAC) plus any dues required for transmittal to the American Dental Association and the component society.

(v) OHSU School of Dentistry Faculty. Association dues shall be $25 per year plus any dues required for transmittal to the American Dental Association and component societies. To qualify, the faculty member must hold a degree in dentistry (DMD or DDS) and certify to the Association that he/she receives no income from the clinical practice of dentistry outside of the OHSU School of Dentistry.

(vi) Public Health Providers. Association dues shall be $25 per year, plus any dues required for transmittal to the American Dental Association and any component societies. To qualify, the public health dentist must certify to the association that his/her sole dental practice income source is from work in a public health setting.

2.04C-2 Life Members.
(a) A life member who is fully retired from the practice of dentistry shall be exempt from payment of dues.

(b) A life member who is not fully retired from the practice of dentistry shall pay 50% of the dues of active members, and any dues required for transmittal to the American Dental Association and the component dental society.

2.04C-3 Military Service.

During periods of military service Association dues shall be waived except for any amount required for transmittal to the American Dental Association and any component society. Dues shall be excused during periods of disability to the same extent and on the same basis as is provided above for disabled active members.

2.04C-4 Honored Individuals.

No dues shall be required.

2.04C-5 Associates.

Dues for associates shall be $45.

2.04C-6 Affiliates.

Dues for affiliates shall be $45 per year.

2.04C-7 Undergraduate Students (Pre-Doctoral Students).

No dues shall be required.

2.04C-8 Graduate Students (Post-Doctoral Students).

No ODA dues shall be required, and, upon submission of membership application, ADA dues will be paid by the Oregon Dental Association.

2.04D Time of Payment.

2.04D-1 Generally.

Dues shall be payable prior to January 1 of each year.

2.04D-2 Active Members Selected after July 1 and October 1.

Individuals admitted after July 1 shall pay one-half of the current year’s dues to the Association and the American Dental Association, in addition to whatever dues may be required by their component societies. Those individuals admitted after October 1 shall be exempt from the payment of the current year’s dues to the Association and the American Dental Association, with the exception of whatever dues may be required by their component societies.

2.04E Delinquency.

2.04E-1 Penalty.

Dues shall be delinquent after January 15 of each year.

2.04E-2 Forfeiture.
Failure to pay dues after notice from the Association of the existence of the delinquency shall result in institution of proceedings in accordance with the policies of the ADA Principles of Ethics and Code of Professional Conduct for termination of membership or other status.

2.04E-3 Reinstatement.

After forfeiture, application for reinstatement of membership or other status may be made. Such an application shall be made and processed in the same way as an original application.

2.04E-4 Continuity of Service for Failure to Pay Dues While in Federal Service.

An active member, who had been such when he/she entered upon active duty in one of the armed services or equivalent duty in the Public Health Service and who, during such military or equivalent duty, interrupted the continuity of his/her active membership because of failure to pay dues and who, within one year after separation from such military or equivalent duty, resumed his/her active membership, may pay back dues for any missing period of active membership at the rate of dues current during the missing years of membership for the purpose of establishing his/her continuity of active membership in order to qualify him/her for life membership.

2.04F Assessments.

The Board of Trustees may impose assessments upon voting members and individuals in non-voting categories to enable the Association to deal with special needs or projects, such assessments not to exceed $150 in any 12-month period. Each assessment will be due and payable within 90 days of the date it is enacted, and procedures will be instituted for termination of membership or affiliation of individuals who have not paid such assessment by that time. Notwithstanding the foregoing, new graduates as defined in 2.04C-1(c)(i) above shall not be subject to any assessment imposed within one year following their graduation.

SECTION 2.05 WAIVER OF QUALIFICATIONS

The requirements for qualification for any category of membership or other status may be wholly or partly waived in individual cases by resolution adopted by the House of Delegates in the manner required for adoption of an amendment to these Bylaws.

CHAPTER III – HOUSE OF DELEGATES

SECTION 3.01 ORGANIZATION

3.01A Function.

The powers of voting members under the Oregon Nonprofit Corporation Law shall be exercised by a House of Delegates.

3.01B Composition.
3.01B-1 Ex Officio Delegate.

The Speaker of the House of Delegates shall be an ex officio member of the House of Delegates.

3.01B-2 Component-Elected Delegates.

Each component society shall select, one delegate for each 25 (or majority fraction of 25) voting members in the component society; provided that any component society having 37 or fewer voting members shall nevertheless be entitled to select two delegates. For each delegate so selected, a component society shall select an alternate to act in the absence of the delegate at any meeting of the House of Delegates. Component trustees cannot serve as delegates or alternates in the House of Delegates; however, the editor and ADA delegates-at-large may serve as voting representatives of their component societies.

3.01B-3 Undergraduate Students’ Delegate.

The Association of the Student Body of the Oregon Health Sciences University School of Dentistry shall appoint one delegate from the Association’s undergraduate student associates. The student trustee cannot serve as a delegate or alternate in the House of Delegates.

3.01C Term.

The terms of the component society delegates and the undergraduate students’ delegate shall commence upon their selection, which shall be not less than 45 days prior to the first day of the annual meeting of the House of Delegates and shall continue until the election and acceptance of office by a qualified successor for the subsequent annual meeting of the House of Delegates.

SECTION 3.02 MEETINGS

3.02A Place of Meetings.

Meetings of the House of Delegates shall be held at such place either within or without the state of Oregon as shall be determined by the Board of Trustees, within any restrictions stated by the House of Delegates from time to time and specified in the notice of the meeting.

3.02B Annual Meeting.

The House of Delegates shall convene during the month of September or October each year on such date and at such place as may be determined by the Board of Trustees and specified in the notice of meeting. At the annual meeting the House of Delegates shall elect the members of the Board of Trustees, with the exception of the undergraduate student trustee, hear the annual address of the president, consider reports of the affairs of the Association, and transact such other business as may properly be brought before the meeting.

3.02C Publication of Minutes.
The minutes of the proceedings of the House of Delegates shall be made available to any member upon request. The actions of the House of Delegates shall be published electronically and in official Association publications.

3.02D Special Meetings.

The president or the Board of Trustees may call special meetings of the House of Delegates.

3.02E Notice.

Notice stating the place, date and hour of any meeting of the House of Delegates, any proposed action required by law to be stated in the notice and, in the case of a special meeting, the purpose for the meeting shall be delivered to each delegate not less than 30 days before the day of the meeting if not mailed by first class mail, (and not less than 7 days if mailed by first class mail) at the direction of the president, the secretary or the persons calling the meeting. If mailed, such notice shall be effective when deposited in the United States mail, postage prepaid, addressed to the delegate at his/her most recent address as it appears on the records of the Association. Any delegate may request notification by facsimile (fax) or electronic mail (e-mail).

3.02F Quorum.

Two-thirds or more of the delegates in the House of Delegates shall, if present at any annual or special meeting, constitute a quorum at the meeting.

3.02G Voting.

Delegates may vote in person or through the alternate selected in accordance with these bylaws. Delegates shall not otherwise be entitled to vote by proxy.

SECTION 3.03 LEADERSHIP DEVELOPMENT COMMITTEE

3.03A Composition.

The committee shall be composed of a minimum of five (5) and a maximum of nine (9) active, life or retired members. The Speaker of the House shall serve as an ex-officio member. Members currently serving on the ODA Board of Trustees are not eligible for service on the committee.

3.03B Election.

Leadership Development Committee members shall be elected by the House of Delegates at the annual meeting of the House of Delegates.

3.03C Term.

Committee members elected by the House of Delegates shall assume office the day following the close of the annual meeting of the House of Delegates, and except as necessary to achieve staggered terms, shall continue in office for three (3) years and until qualified successors are elected and take office. Committee members shall not serve more than two (2) consecutive terms in such capacity.

3.03D Staggered Terms.

Terms shall be fixed so that no more than one-third (1/3) of committee members shall be elected each year.
3.03E Filling Vacancies.

Any vacancy occurring in an elected position on the committee for any reason shall be filled by the House of Delegates or by the Board of Trustees, acting when the House is not in session, and upon recommendation of the President. The appointee shall serve the remainder of the unexpired term. An appointee who serves 18 months or less of a remaining term shall be eligible to serve two additional three-year terms.

3.03F Duties.

The Leadership Development Committee shall function as the Nominating Committee; analyze the current governance structure on a regular basis to ensure an efficient and effective system; seek and identify current and future leaders of the Oregon Dental Association, and assist interested individuals with advancement to leadership positions, internally and externally, by identifying appropriate resources. This committee shall report to the House of Delegates and, where appropriate, to the Board of Trustees.

The Committee members shall also serve as the Committee on Credentials for the House of Delegates. This standing committee of the House prepares, confirms and certifies to the convention the list of officers, delegates, and alternate delegates registered. Further, the committee will maintain a continuous roll call, determine the presence of a quorum, supervise voting and election procedures, and will be on duty throughout the annual session.

CHAPTER IV – BOARD OF TRUSTEES

SECTION 4.01 DUTIES AND COMPOSITION

4.01A Powers, Duties and Number.

4.01A-1 Generally.

(a) Approval of applications for membership or other status from graduate students.
(b) Approval of the appointment of council members.
(c) Recommend, develop and monitor programs and services in the areas of member services and recruitment and retention for the members of the Association.
(d) Oversight of ODA Spokesperson Panel.
(e) Oversight of committees and task forces of the Board, as outlined in Board Policy.
(f) Employment and/or termination of employment of the executive director.
(g) Approval of life members.
Function as the Finance Committee, chaired by the Secretary-Treasurer, in providing supervision of the financial activities of the Association, including preparation of budgets, arranging for audits, presenting financial reports, authorization of non-budgeted expenditures, and making decisions with respect to the retention of fiscal records.

To monitor the formulation and implementation of the long-range Plan of the Association.

Approval of Association endorsements.

Amending the articles of incorporation in the limited circumstances permitted by ORS 65.434, authorizing or recommending to the Delegates voluntary dissolution, a plan of merger or consolidation, or the sale, lease, pledge, exchange, transfer or mortgage of all or substantially all of the assets of the Association, revoking a pending dissolution, or adopting a plan for distribution of assets.

Determining the existence of total disability of a member for purpose of remission of dues.

Recommending candidates for appointment to the Oregon Board of Dentistry, per section 7.03 in these bylaws.

Election and removal of directors and approval of the amendment of the Health Services Group, Inc., per section 7.02 in these bylaws.

Election or removal of directors of for-profit corporations, the stock of which is owned by the Association, and approval of the amendment of the Articles of Incorporation of such corporation, per section 7.05 in these bylaws.

Authorizing distributions from the Oregon Dental Association Board Designated Fund.

Election, appointment, removal or filling of vacancies for any board committee.

Election and removal of the dental directors, and the amendment of the bylaws of the Dental Foundation of Oregon.

4.01B Composition.

4.01B-1 Ex Officio Trustees.

The secretary-treasurer shall be an ex officio member of the Board of Trustees. The speaker of the house, editor, and ADA delegates-at-large shall be ex officio nonvoting members of the Board of Trustees.

4.01B-2 At Large Trustees.

There shall be twelve (12) at large trustees. No more than three (3) members can be from the same component.

4.01B-3 Undergraduate Student Trustee.
The OHSU School of Dentistry chapter of the American Student Dental Association will elect one representative to serve as a member of the Board of Trustees for a period of one year, beginning at the first trustee meeting following the ODA Annual Meeting and continuing through the completion of the next ODA Annual Meeting.

4.01C Term.

4.01C-1 Generally.

Board of Trustees Members elected by the House of Delegates shall assume office at the first Trustee meeting following the ODA Annual Meeting, and, except as necessary to achieve staggered terms, shall continue in office for four years and until qualified successors are elected and take office. Board of Trustees members may serve a maximum of two consecutive terms. The terms of ex officio Trustees shall be co-extensive with the terms of the offices that entitle them to their positions.

4.01D Removal; Filling Vacancies.

4.01D-1 Removal for Absence.

Any Trustee who is absent for two consecutive Trustee meetings shall be sanctioned in accordance with the applicable policies of the Board of Trustees.

4.01D-2 Filling Vacancies.

Any vacancy occurring on the Board of Trustees for any reason shall be filled by the President, with the approval of the remaining members of the Board of Trustees, until the next meeting of the House of Delegates.

SECTION 4.02 MEETINGS

4.02A Place of Meeting.

Meetings of the Board of Trustees shall be held at such place as may be designated from time to time by the Board of Trustees and specified in the notice of meeting.

4.02B Annual, Regular and Special Meetings.

The annual meeting of the Board of Trustees shall be held in November as fixed by the president and as specified in the notice of meeting if notice is required. A Schedule of regular meetings (which may include the annual meeting of the House of Delegates) may be fixed by resolution of the Board and no notice other than the existence of the resolution shall be required. Special meetings for any purpose may be called at any time by the president or written request of 20 percent of the Trustees then in office.

4.02C Notice.

4.02C-1 Generally.

Notice of the time and place of meetings requiring notice shall be given personally, electronically, by telephone, by mail, or fax not less than 48 hours prior to the holding of the meeting. Notices shall be addressed to the Trustee
at the address shown on the Association’s records or such other address as
is known by the president or the person giving the notice to be the actual
address of the Trustee.

4.02C-2 Waiver.

Attendance at a meeting shall constitute a waiver of notice of the meeting
unless the Trustee at the beginning of the meeting, or promptly upon his/her
arrival, objects to the holding of the meeting or transaction of any business
because the meeting is not lawfully convened and he/she does not thereafter
vote for or assent to any action taken at the meeting. Notice of any meeting
may also be waived by any Trustee before or after the meeting by a writing
specifying the meeting for which notice is waived, signed by the Trustee and
filed with the Association as part of the minutes of the meeting.

4.02D Quorum; Procedures.

4.02D-1 Quorum.

A majority of the voting membership of the Board of Trustees shall constitute
a quorum for the transaction of business.

4.02D-2 Adjourned Meetings.

A number smaller than a quorum of the Trustees may, in the absence of a
quorum, adjourn a Trustee’s meeting from time to time, and no notice of the
time or place of holding an adjourned meeting shall be required if the time
and place is fixed at the time of adjournment.

4.02D-3 Vote.

The action of a majority of the members of the Board of Trustees, duly
assembled at any meeting is valid as a corporate act if there is a quorum
present when the vote is taken. Trustees may participate in a regular or
special meeting by, or conduct the meeting through, use of any means of
communication by which either of the following occurs:

(a) All Trustees participating may simultaneously hear or read each
other’s communications during the meeting; or

(b) All communications during the meeting are immediately transmitted to
each participating Trustee, and each participating Trustee is able to
immediately send messages to all other participating Trustees.

4.02D-4 Notice of Official Action.

If a meeting is conducted through the use of any means described in Section
4.02D-3 above, all participating Trustees shall be informed that a meeting is
taking place at which official business may be transacted. A Trustee
participating in the meeting by this means is deemed to be present in person
at the meeting.

4.02D-5 Roll Call Votes.

All votes regarding main motions conducted in a meeting where one or more
Trustees are participating from a remote location shall be roll call votes.
4.02D-6 **Action without a Meeting.**

Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting by consent of all members of the Board of Trustees evidenced by one or more written consents setting forth the action taken, signed by all Trustees and filed with the secretary of the Association.

**CHAPTER V – ELECTED OFFICIALS**

**SECTION 5.01 OFFICERS**

5.01A **Selection.**

5.01A-1 **Designation and Qualification.**

The elected officers shall be a president, president-elect, and secretary-treasurer, each of whom shall be an active, life, graduate (post-doctoral) student, or retired member in good standing.

5.01A-2 **Election.**

The president and president-elect shall be elected annually by the voting members of the Board of Trustees, from the at-large and ex-officio trustee positions, at a meeting prior to the House of Delegates meeting. The president each year shall be the president-elect from the preceding year if he/she remains qualified and is willing to serve. The student trustee is not eligible for election as president-elect. The president-elect shall take office the day after the annual meeting of the House of Delegates.

Should an ex-officio member be elected as president-elect, their previously held position shall be filled at the House of Delegates, and the remaining 12 at-large positions shall be filled as needed. The secretary-treasurer shall be elected by the House of Delegates.

5.01A-3 **Term.**

Elected officers shall be installed at the close of the annual meeting of the House of Delegates, shall assume office the following day and shall continue in office for the term set forth below and until qualified successors are selected and take office:

- President – **one year**
- President-elect – **one year**
- Secretary-Treasurer – **three years**

5.01A-4 **Vacancies**

(a) **President.** If the office of president becomes vacant, the president-elect shall become president for the unexpired portion of the term.

(b) **President-Elect and Secretary-Treasurer.** A vacancy in the office of president-elect or secretary-treasurer shall be filled by a majority vote of the Board of Trustees for the remainder of the unexpired term.
5.01B Ex-Officio Duties.

5.01B-1 The three immediate past presidents shall serve as ex-officio members of the Judicial Council.

5.01B-2 The president shall serve as an advisory member of each council and ex-officio as a member of the Government Relations Council.

5.01B-3 The immediate past president, president, president-elect, and secretary-treasurer shall serve ex-officio as delegates to the American Dental Association with the immediate past president as chair of the delegation.

5.01B-4 The president-elect shall serve ex-officio as a member of the Government Relations Council and the Annual Meeting Council.

5.01C Duties.

5.01C-1 President.
It shall be the duty of the president:

(a) To act as official representative of the Association in its contacts with governmental, civic, business and professional organizations.

(b) To act as chair and preside, or to appoint a designate for these purposes, at all meetings of the Board of Trustees, and in the absence of the speaker, at the House of Delegates.

(c) Deliver an address on such matters as he/she considers important to the public, dental profession and membership at the meeting of the House of Delegates.

(d) To appoint members of any special committee the president or the Board of Trustees may establish.

(e) To perform such other duties as regularly pertain to his/her office or may be prescribed by the Board of Trustees or these bylaws.

(f) To serve as an advisory member of each council and ex-officio as a member of the Government Relations Council.

5.01C-2 President Elect.
It shall be the duty of the president-elect:

(a) To perform the duties and exercise the power of the president in the absence or disability of the president.

(b) To assist the president if requested and to familiarize him/herself thoroughly with the problems and procedures of the Association in preparation of assuming the presidency.
(c) To perform such other duties as may be prescribed by the Board of Trustees or by these bylaws.

(d) To serve ex officio as a member of the Government Relations Council, the Membership Council, and the Annual Meeting Council.

5.01C-3 Secretary-Treasurer.

It shall be the duty of the secretary-treasurer:

(a) To keep the minutes of all meetings of the Board of Trustees and the House of Delegates, and records of component actions relating to the membership and the election of Trustees and Delegates (as reported by the components) and to be custodian of all books, documents, records and other personal property of the Association.

(b) During a vacancy in the office of the Executive Director, to serve as interim executive director of the central office.

(c) To give required notices of meetings of Trustees, councils, committees and the House of Delegates.

(d) To collect all membership dues, issue membership cards, serve as custodian of all money and property of the Association, serve as chair of the Finance Committee, and maintain the financial records and accounts of the Association, including those for the publications of the Oregon Dental Association.

(e) To perform such other duties as regularly pertain to his/her office or may be prescribed by the Board of Trustees or these bylaws.

(f) To perform the duties of Secretary-Treasurer for Dentists of Oregon Political Action Committee.

(g) To serve ex officio as a member of the Board of Trustees.

5.01D Compensation.

No elected officer shall be entitled to any compensation for his/her services other than reimbursement for expenses in accordance with rules established by the Board of Trustees except as follows:

5.01D-1 Secretary-Treasurer.

During any period in which the Association does not employ an executive director, the secretary-treasurer shall be entitled to compensation commensurate with services rendered, as determined by the Board of Trustees as Finance Committee.

SECTION 5.02 OTHER ELECTED POSITIONS

5.02A Selection.

5.02A-1 Designation and Qualification.

Other elected positions shall include editor and speaker of the House of Delegates and ADA Delegates-at-Large, each of whom shall be an active, life or retired member in good standing.
5.02A-2 **Election.**

These positions shall be elected by the House of Delegates at the annual meeting of the House of Delegates, in accordance with the Handbook of the House of Delegates.

5.02A-3 **Term.**

These elected positions shall be installed at the close of the annual meeting of the House of Delegates, shall assume office the following day and shall continue in office for the term set forth below and until qualified successors are selected and take office:

- Editor – *three years*
- Speaker of the House – *three years*
- ADA Delegates-at-Large – *three years*

5.02A-4 **Vacancies**

(a) **Speaker of the House of Delegates, Editor and ADA Delegates-at-Large.** A vacancy in the positions of Speaker of the House, Editor and/or ADA Delegates-at-Large shall be filled, upon recommendation of the President, by a majority vote of the Board of Trustees, until the next meeting of the House of Delegates.

5.02B **Duties.**

5.02B-1 **Editor.**

The editor shall be responsible for editing the publications of the Oregon Dental Association and chair a Publications Ad-Hoc Task Force, subject to policies established by the Board of Trustees and these bylaws. The editor shall report to the Board of Trustees. The editor is an ex-officio, non-voting member of the Board of Trustees.

5.02B-2 **Speaker of the House of Delegates.**

It shall be the duty of the speaker of the House of Delegates:

(a) To preside at all meetings of the House of Delegates.
(b) To determine the order of business for all issues subject to the approval of the House of Delegates.
(c) To appoint tellers to assist him/her in determining the result of any action taken by vote.
(d) To perform such other duties as custom and parliamentary usage require or as prescribed by the House of Delegates from time to time.
(e) To serve as an ex-officio member of the Leadership Development Committee.

5.02B-3 **ADA Delegates-at-Large.**

ADA Delegates-at-Large shall be governed according to Section 7.01B Elected Delegates.
5.02C Compensation.
No elected position shall be entitled to any compensation for his/her services other than reimbursement for expenses.

SECTION 5.03 EXECUTIVE DIRECTOR

5.03A Selection.
In addition to the elected officers, the Board of Trustees may employ an executive director who need not be an Association member and who shall serve at the pleasure of the Board of Trustees. His/her term of office shall be for an indefinite term except as otherwise provided in any contract of employment that may be approved by the Board of Trustees.

5.03B Duties.
The executive director shall be chief managing officer of the Association, shall be primarily responsible for staff and administrative operations, shall perform on request of the president all or part of the day-to-day responsibilities of any one or more of the elective officers except the president and secretary-treasurer, shall otherwise assist all elected positions in the performance of their respective duties, and shall perform such other duties as may be prescribed by the Board of Trustees. The executive director shall be responsible for hiring and firing of all subordinate employees. The secretary-treasurer shall be advised within a reasonable period of time of any such action.
CHAPTER VI – COMMITTEES AND COUNCILS

SECTION 6.01 COUNCILS

6.01A Organization.

The councils of the Association shall be the following:

Annual Meeting Council
Government Relations Council
Judicial Council
New Dentist Council
Peer Review Council

6.01B Composition and Appointment.

6.01B-1 Generally.

The following shall apply to all councils except as specifically otherwise provided below:

(a) Except as provided in 6.01B-2 each council shall be composed of six members nominated by the Leadership Development Committee and confirmed by the Board of Trustees, in addition to ex officio members, if any, designated below. After two consecutive terms, council members must take no less than one year off before returning to voting status on the council. The Board of Trustees shall approve the chair, based upon the recommendation of the President. No person shall be chair of more than one council.

(b) Except as provided in 6.01B-2, each member shall serve for a term of three years commencing immediately after the annual House of Delegates meeting following appointment except that initial terms shall be staggered so that terms of two members of each council shall expire each year. With the exception of the Judicial Council, no person may serve more than two (2) consecutive terms as chair of the same council.

(c) The president shall fill a vacancy occurring in a council for any reason for the remainder of the unexpired term.

(d) Each council may add a maximum of two non-dentists as voting members. The Board of Trustees shall approve non-dentists based on the recommendation of the President.

6.01B-2 Exceptions.

(a) Judicial Council. This ad-hoc council shall be composed of three immediate past presidents and a past chair of the ODA Peer Review Committee who is not the immediate past chair of that group, if feasible; appointed by the President, with the latter appointee to chair the Judicial Council. The President as necessary due to disqualification in specific proceedings may appoint additional temporary members.
(b) Government Relations Council. This Council shall consist of six (6) members. The ODA President and President Elect shall serve as ex-officio members; the four remaining members shall be at-large, nominated by the Leadership Development Committee and confirmed by the Board of Trustees. The Chair shall serve a minimum four-year term; such term to begin and end during the legislative interim.

(c) Annual Meeting Council. This Council shall consist of six members and three additional at-large members. The at-large members shall be recommended by the Council chair to the chair of the Leadership Development Committee as appropriate. The President-Elect shall serve as an ex-officio member. All Council members shall be nominated by the Leadership Development Committee and confirmed by the Board of Trustees. The term of the Council chair shall commence immediately following the annual meeting of the Association.

(d) Peer Review Council. Eligibility for appointment to the Peer Review Council and its size and makeup shall be consistent with the provisions of the Peer Review Manual.

SECTION 6.02 ORGANIZATION AND DUTIES OF COUNCILS AND THEIR COMMITTEES

6.02A Duties.

Each council and committee shall operate according to the guidelines established in the ODA Policy Manual. They will be responsible for reviewing and suggesting edits to the ODA Board of Trustees.

6.02A-1 Annual Meeting Council.

This council and its committees shall be generally responsible for planning and overseeing the Oregon Dental Conference® for the purpose of presentation and discussion of subjects pertaining to the art and science of dentistry. The council shall prepare and submit budgets and interim and final reports.

6.02A-2 Government Relations Council.

The Government Relations Council shall study and make recommendation with respect to all federal, state and local legislation and regulations pertaining to the practice of dentistry and dental services and act as liaison between the Association, the Oregon Board of Dentistry, and Dentists of Oregon Political Action Committee.

6.02A-3 Judicial Council.

The Judicial Council will operate on an ad-hoc basis and will be responsible for enforcing the ADA Principles of Ethics and Code of Professional Conduct. They will consider appeals from members or component societies of the Association subject to section 7.06 of these bylaws.

The Judicial Council's responsibilities shall include scheduling and conducting:
(a) Proceedings based on failure to comply with a final peer review decision in a matter reviewed at the component society level;
(b) Proceedings based on failure to comply with an accepted sanction by the Association’s Peer Review Committee in its direct review function;
(c) Proceedings to discipline for violation of Association bylaws, rules, policies or membership/affiliation requirements not within the scope of the Peer Review Committee (i.e. failure to pay dues or levies);
(d) Appeals of disciplinary actions proposed by a component society.

No disciplinary sanction shall be imposed involuntarily by the Association or a component society without an opportunity for a hearing or appeal before the Judicial Council.

6.02A-4 New Dentist Council.

The New Dentist Council shall identify and address needs and issues facing new dentists, assist in the transition from graduate to new practitioner, and serve in an advisory role at the ODA on issues affecting new dentists. They shall promote the perspectives of the new dentist through appropriate councils, committees, and task forces. The council shall encourage and promote membership, along with increased involvement and active participation, of students and new dentists in organized dentistry.

6.02A-5 Peer Review Council

The Peer Review Council shall attempt to resolve a dispute if a member of the public or a third-party payer for dental services brings the complaint to the ODA. It is limited to issues concerning quality of care or appropriateness of particular dental services and issues of ethics and professional conduct as more specifically set forth in the ODA Peer Review Manual.

6.02B Council Committees and Task Forces.

6.02B-1 Generally.

Council committees shall be established as follows:

(a) Each council will establish those committees designated in these bylaws and may establish such additional committees or task forces as are necessary to carry out the duties of the council.
(b) A member of the council shall serve on each committee or task force of the Council, but not necessarily as chair. The Council Chair, with the approval of the President, shall designate the council member to serve on each committee or task force and the chair for each committee or task force.
(c) The chair of each committee or task force shall appoint to the committee / task force as many additional members as he/she considers necessary.
(d) A vacancy in the position of chair of any committee or task force shall be filled by appointment by the president for the remainder of the unexpired term.
SECTION 6.03 CONSULTANTS AND ADVISORS.
Consultants and advisors, including non-dentists, may be appointed to councils and committees in conformity with rules and regulations established by the Board of Trustees, or, with respect to peer review or disciplinary activities, as provided in the Association’s Peer Review Manual.

CHAPTER VII – GENERAL PROVISIONS

SECTION 7.01 ADA DELEGATES

7.01A Ex Officio Delegates.
The immediate past president, president, president-elect, and secretary-treasurer shall ex officio serve as delegates to the American Dental Association.

7.01B Elected Delegates.
The House of Delegates shall elect as many additional delegates to the ADA as the Association is permitted to have under the rules of the American Dental Association.

7.01C Meetings.
The immediate past president shall serve as chair of the delegation and shall call at least one meeting prior to the annual session of the American Dental Association to study and discuss matters scheduled for action at the session.

7.01D Term.
The elected delegates shall serve for terms of three years, except that the initial term shall be staggered so that as nearly as possible the same number of delegates shall be elected each year. The terms of “ex officio members” shall be co-extensive with the terms of the offices that entitle them to their positions as delegates. If an elected delegate is unable or unwilling to complete his/her term, the House of Delegates, if it will be in session by the relevant time, and otherwise the Board, shall elect a replacement to fill the remainder of the unexpired term.

7.01E Alternates.
Except with respect to the Speaker of the House, as provided in subparagraph 7.01E-1 below, one alternate delegate at-large for each elected or ex officio delegate may be selected by the Board of Trustees of the Association.

7.01E-1 Composition.
The Speaker of the House shall serve ex officio as an ADA alternate delegate. The Board of Trustees shall elect as many additional alternate delegates at-large to the ADA as the Association is permitted to have under the rules of the American Dental Association. Nomination applications shall be submitted to the Leadership Development Committee prior to election by the Board of Trustees.

7.01E-2 Terms.
Alternate delegates at-large shall serve up to three-year terms. Terms shall commence on the day following the conclusion of the ADA House of Delegates in the year of their election.
SECTION 7.02 OREGON DENTAL SERVICE; MODA, INC.

7.02A Election and Removal of Directors.
Directors of Oregon Dental Service and Moda, Inc. shall be elected by the Board of Trustees of the Association, based on the nomination process, in a number and for terms as prescribed by the articles of incorporation and bylaws of each such corporation. Following the determination by the Board of Directors of Oregon Dental Service or Moda, Inc., as applicable and, as provided in such corporation’s bylaws, that a director should be removed from office, such director (other than the Chief Executive Officer) may be removed at any time by act of the Board of Trustees of the Association, with or without cause. Upon the determination by the Board of Directors of Oregon Dental Service or Moda, Inc., as applicable and, in accordance with such corporation’s bylaws, that a position is open or that a vacancy on the Board of Directors should be filled, such position or vacancy shall be filled by the Association’s Board of Trustees, as its member.

7.02B Approval of Articles of Incorporation.
Any amendment or restatement of the Articles of Incorporation of Oregon Dental Service or Moda, Inc. shall not be effective until approved by the Oregon Dental Association, acting by and through its Board of Trustees as prescribed by the Articles of Incorporation of such corporation.

SECTION 7.03 OREGON BOARD OF DENTISTRY
The Board of Trustees shall submit to the Governor of the state of Oregon a list of persons suggested for appointment to the Oregon Board of Dentistry as provided in the Oregon Dental Practice Act as amended from time to time.

SECTION 7.04 OREGON DENTAL ASSOCIATION CHARITABLE ACTIVITIES FUND
The Association shall provide financial support for the Oregon Dental Association Charitable Activities Fund, Inc. in accordance with the ODA Charitable Activities Fund bylaws.

SECTION 7.05 OTHERS

7.05A Election and Removal of Directors.
Directors of any for-profit corporation in which the Association holds the power of selection, shall be elected by the Board of Trustees in a number and for terms as prescribed by the articles of incorporation and bylaws of the for-profit corporation. The Association’s Board of Trustees may remove any director of such a for-profit corporation at any time, with or without cause. The Association’s Board of Trustees shall fill any vacancy occurring for any reason on the Board of Directors of any such for-profit corporation.

7.05B Approval of Articles of Incorporation.
Any amendment or restatement of the Articles of Incorporation of any for-profit corporation, the stock of which is wholly owned by the Association, shall not be effective until approved by the Oregon Dental Association, acting by and through its Board of Trustees as prescribed by the Articles of Incorporation of that corporation.
SECTION 7.06  PRINCIPLES OF ETHICS

7.06A Conduct of Members and Others Associated with the Association.

The Principles of Ethics of the Association for governing the professional conduct of members of the Association and others associated with it shall be comprised of: proscription of conduct described in Section 679.140 of Oregon Revised Statutes or the administrative rules adopted by the Oregon Board of Dentistry, and endorsement of the Principles of Ethics and Code of Professional Conduct of the American Dental Association as the preceding may be modified by decisions of courts of competent jurisdiction. The House of Delegates reserves the option to add interpretations to the Principles of Ethics and Code of Professional Conduct from time to time. Component Societies may adopt additional rules of ethics not inconsistent with the Association’s Principles of Ethics and Code of Professional Conduct. Each active or life member who is not retired or disabled shall complete three credit hours of accredited continuing education on the subject of risk management every three years as a condition of continued membership. Hours in excess of this minimum may be accumulated and used in the next reporting cycle. It will be the responsibility of each member dentist to report all risk management hours to the ODA office.

7.06B Disciplinary Proceedings.

7.06B-1 Generally.

Any member or other person associated with the Association found guilty of a violation of the Principles of Ethics, or failure to comply with any provision of the Peer Review Manual, bylaws, rules, regulations or policies of this Association or the relevant component society, may be expelled, suspended, reprimanded, or subjected to other appropriate disciplinary action as provided in these bylaws. The findings and conclusions of the Judicial Council’s hearing panel or the component society’s hearing body, and the sanctions, if any, directed thereby, will be final unless the matter is subject to a right of appeal pursuant to paragraph 7.06B-2 of these bylaws, or the American Dental Association bylaws, and an appeal is properly and timely perfected. No sanctions shall be implemented while a properly instituted appeal of a disciplinary matter is pending, nor prior to the expiration of the time specified to take an appeal.

7.06B-2 Appeals.

(a) Any person disciplined as the result of an adverse decision of a component society with respect to a disciplinary matter may appeal to the Association by filing an appeal on affidavit form with the Association within 30 days after the component society’s decision has been communicated to him/her. No decision of a component society shall go into effect while an appeal is pending. On appeal, the Judicial
Council may consider whether proper procedure has been followed, whether the findings are supported by the evidence, whether the decision and sanctions, if any, are supported by the findings, and may, in its sole discretion, consider additional evidence which was not available to the appellant at the time of the component society hearing.

(b) Any person against whom involuntary discipline is recommended either by the Peer Review Council or upon independent review by the Judicial Council shall have the right to a hearing as provided in the Judicial Council Section of these bylaws.

(c) Any person disciplined as the result of an adverse decision of the Association may appeal to the appropriate body of the American Dental Association to the extent that the rules of procedure of the American Dental Association so permit.

7.06B-3 Disciplinary Penalties.

(a) Expulsion shall be an absolute discipline and may not be imposed conditionally.

(b) Suspension as used in Section 7.06B-1 of these bylaws means loss of all membership or other privileges of association with the Association during the suspension period, except entitlement to coverage under sponsored insurance programs, which shall continue during the suspension period. Suspension shall be unconditional and for a specific period of time.

(c) Reprimand.

(d) Other penalties may be recommended, and if accepted by the individual, imposed and enforced in lieu of a suspension or expulsion that is otherwise applicable.

SECTION 7.07 INDEMNIFICATION

7.07A Indemnification.
The Association may indemnify to the fullest extent permitted by the provisions of Oregon Nonprofit Corporation statutes (particularly ORS 65.387 through 65.414) and, shall indemnify to the full extent of insurance procured by it, any person who is or was made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigatory or otherwise (including an action, suit or proceeding by or in the right of the Association), for judgments, fines, reasonable amounts paid in settlement and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a Trustee, officer, employee or agent of the Association or is or was serving at the request of the Association in such a capacity in Dentists Benefit Corporation or some other entity; provided, however, that:

(a) No such indemnity shall be granted to any person adjudged liable in a derivative action or adjudged liable in any proceeding on the basis that improper personal benefit was received by that person unless and to the extent the court in which such action was brought determines that the person
is fairly and reasonably entitled to indemnity under all of the circumstances or the amount to be paid is covered by insurance procured by the Association;

(b) No such indemnity shall be granted to any person in breach of his/her duty of loyalty to the Association, guilty of intentional misconduct or knowing violation of law, guilty of acts or omissions not in good faith, or one who received an illegal loan from the Association, illegal corporate guarantee of a personal obligation or other improper personal benefit or who authorized an unlawful distribution or acted with an undisclosed conflict of interest to approve a transaction which was not fair to the Association;

(c) Except to the extent covered by insurance procured by it, the Association shall not indemnify any person for amounts covered by other indemnity arrangements, rights or insurance, including other professional, personal or group insurance.

(d) Subject to (a) through (c) above, the Association shall indemnify, through insurance or otherwise, any person against whom a claim is made for conduct within the scope of his/her duties or assignment in connection with peer review proceedings (including those at a component society level).

(e) To the extent the indemnification is neither mandatory under the relevant law or (d) above nor covered by insurance procured by the Association, the classes of persons entitled to indemnification (Trustees, Delegates, officers, employees, members serving on other councils or committees or other agents or any subcategories thereof) shall be only as determined from time to time by Board resolution.

(f) All issues of individual entitlement to and amount of indemnification under particular factual circumstances shall be determined in accordance with the provisions of ORS 65.387 through 65.414 of the Oregon Nonprofit Corporation Law or the comparable section of statutes in effect at the time of the demand.

(g) Any indemnification or advance of expenses to a director in connection with a proceeding by or in the right of the Association, shall be reported in writing to the members and delegates with or before the notice of the Association’s next meeting of members or delegates.

7.07B Advance of Defense Costs.

When it appears to the Association’s satisfaction that a person is or will be entitled to indemnity under the above section, the Association shall advance or reimburse the reasonable out-of-pocket expenses of defense (including attorneys’ fees) actually and reasonably incurred by that person in defense of the action, suit or proceeding, upon the person’s compliance with the terms of ORS 65.397 or the comparable section of the statutes in effect at the time of the demand; provided, however, that:

(a) This section shall not apply to the extent costs of defense are required to be advanced under the terms of any other indemnity agreement, insurance or right held by the person which is not provided by or through the Association (including any insurance policy not procured by the Association); and
(b) When the Association is obligated to advance expenses of defense under this section, the Association shall have the right to designate or approve counsel, major items of expense, and any proposed settlement, in advance.

SECTION 7.08 AMENDMENTS

These bylaws may be amended solely by a two-thirds vote of the delegates present and voting at any session of the House of Delegates with notice stating the proposed amendments given to the component societies at least 30 days prior to the meeting and distributed in writing to the voting membership at least 14 days prior to the meeting.

SECTION 7.09 RULES OF PROCEDURE

7.09A Meetings.

All meetings of the House of Delegates and the Board of Trustees shall be conducted in accordance with the latest revision of American Institute of Parliamentarians Standard Code of Parliamentary Procedure, except to the extent that it is inappropriate or is changed by provisions of these bylaws or rules of procedure adopted by the body in question.

7.09B Committees and Councils.

Proceedings of committees and councils shall be governed by rules and procedures adopted by the committee or council involved, subject to the approval of the Board of Trustees.

7.09C Policies and Procedures of the Board of Trustees.

The Board of Trustees may adopt statements of policy and procedure for governing any or all of the activities of the Association, its committees and councils. A copy of such policies and procedures shall be maintained at the Central Office and copies of the appropriate policy or procedure shall be communicated to each employee, officer, committee or council that it affects. The Board or its delegate shall review policies and procedures at least every five (5) years.

7.09D Ex Officio Members.

Ex officio members of the House of Delegates, the Board of Trustees, councils and committees shall have all of the rights and obligations of other members of the body in question, including the right to vote. Ex officio members shall be counted in determining the requirements for and the existence of a quorum except that the president shall not be so counted in meetings of any council with the exception of the Government Relations Council.

FORMAL ADOPTION

Delegates duly adopted the foregoing amendments to the bylaws at the September 12, 2015 House of Delegates.

Steven E. Timm, DMD, President               Fred A. Bremner, DMD, Secretary-Treasurer